

RECORDATION NO.

26133-B

FILED

MAR 20 '07

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 20, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Interest and Collateral Assignment of Lease, dated as of March 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed with the Board under Recordation Number 26133-A.

The name and address of the party to the enclosed document are:

Assignor: Compass Rail VI Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111

[Secured Party: DVB Bank AG  
609 Fifth Avenue  
New York, NY 10017]

Mr. Vernon A. Williams  
March 20, 2007  
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A description of the railroad equipment covered by the enclosed document is:

23 hopper railcars PENX 3300 - PENX 3324 (excluding PENX 3305 and PENX 3315).

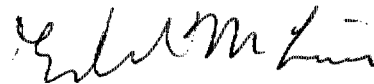
A short summary of the document to appear in the index is:

Memorandum of Security Interest and Collateral Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Edward M. Luria', written in a cursive style.

Edward M. Luria

RWA/sem  
Enclosures

MEMORANDUM OF SECURITY INTEREST AND COLLATERAL ASSIGNMENT OF LEASE

As of March 20, 2007

THIS MEMORANDUM OF SECURITY INTEREST AND COLLATERAL ASSIGNMENT OF LEASE is intended to evidence that:

1. COMPASS RAIL VI CORPORATION, a California corporation ("Assignor") has granted as of the date hereof a security interest in the Cars specified on Schedule 1 hereto (the "Cars") to DVB BANK AG AS AGENT ("Secured Party"), pursuant to a Loan and Security Agreement of even date herewith between Assignor, as borrower, and Secured Party and DVB Bank AG as lender (the "Loan and Security Agreement").

2. Pursuant to the Loan and Security Agreement, Assignor has assigned to the Secured Party as of the date hereof the Lease specified on Schedule 1 hereto (the "Lease") between Assignor, as lessor, and the party specified on Schedule 1 hereto as Lessee (the "Lessee"), to the extent the Lease applies to the Cars, as collateral security.

This Memorandum is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signatures. Execution in counterparts is permitted.

ASSIGNOR:

Compass Rail VI Corporation

By: Stephen C. Bieneman  
Title: President

State of California )  
County of San Francisco )

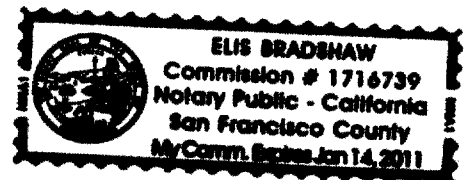
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SURFACE TRANSPORTATION BOARD

On this 19 day of March, 2007, before me personally appeared Stephen C. Bieneman to me personally known, who being by me duly sworn says that such person is President of Compass Rail VI Corporation, that execution of the foregoing Memorandum has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elis Bradshaw  
Notary Public  
My commission expires Jan. 14, 2011



SCHEDULE 1  
to Memorandum of Security Interest and Collateral Assignment of Lease

The Lessee: Penford Corporation

The Lease

- Railcar Lease Agreement, 1/9/06
- Rider No. 1, 1/9/06

As the same relate to the railcars referenced below.

The Cars: Twenty-three (23) 1998 trinity-built PD covered hopper cars, 5,125 c.f capacity, with 286 Gross Rail Load, bearing the following AAR reporting marks:

Car Count	Car Mark	Car Numbers
1	PENX	3300
2	PENX	3301
3	PENX	3302
4	PENX	3303
5	PENX	3304
6	PENX	3306
7	PENX	3307
8	PENX	3308
9	PENX	3309
10	PENX	3310
11	PENX	3311
12	PENX	3312
13	PENX	3313
14	PENX	3314
15	PENX	3316
16	PENX	3317
17	PENX	3318
18	PENX	3319
19	PENX	3320
20	PENX	3321
21	PENX	3322
22	PENX	3323
23	PENX	3324